FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| FORM | D |
|-------------|---|

04039095

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| OMB APP | OMB APPROVAL | | | | | | | |
|---------------------|--------------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0076 | | | | | | | |
| Expires: | May 31, 2005 | | | | | | | |
| Estimated average b | ourden | | | | | | | |
| hours per response. | 1 | | | | | | | |
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| SEC US | E ONLY |
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| Prefix | Serial |
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| DATE RE | CEIVED |
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| Name of Offering (check if this is an amendment and name has changed, and indicate change.) *Private Placement of up to \$60 million in Limited Partnership Interests. | |
|---|--|
| Filing Under (Check box(es) that apply): | 506 ☐ Section 4(6) ☐ ULOE |
| A. BASIC IDENTIFICATION DATA | |
| 1. Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Merit Mezzanine Parallel Fund IV, L.P. | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 | Telephone Number (Including Area Code) (312) 592-6111 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) | Telephone Number (Including Area Code) |
| Brief Description of Business | |
| Private equity investment fund formed for making investments in equity and debt so | |
| Type of Business Organization corporation business trust Imited partnership, already formed limited partnership, to be formed | other (please specify): PROCESSE AUG 0 2 2004 |
| Month Year | ALIG 0.2 2001 |
| Actual or Estimated Date of Incorporation or Organization: 0 7 0 4 | |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation of CN for Canada: FN for other foreign jurisdiction) | for State: DE THOMSON FINANCIAL |
| GENERAL INSTRUCTIONS | |
| Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Re, 15 U.S.C. 77d(6). | gulation D or Section 4(6), 17 CFR 230.501 et seq. or |
| When to File: A notice must be filed no later than 15 days after the first sale of securities in the of Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at after the date on which it is due, on the date it was mailed by United States registered or certified r | the address given below or, if received at that address |
| Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D. | .C. 20549 |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures. | manually signed. Any copies not manually signed |
| Information Required: A new filing must contain all information requested. Amendments need or changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC. | |
| Filing Fee: There is no federal filing fee. | , |
| State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state lethis notice and must be completed. | the Securities Administrator in each state where sales a for the exemption, a fee in the proper amount shall |
| ATTENTION- | |
| Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption unfilling of a federal notice. | |

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

^{*}The General Partner reserves the right to offer a greater amount of Limited Partnership Interests.

Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Director Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ General and/or Managing Partner Full Name (Last name first, if individual) Merit Capital Partners IV, L.P. (the General Partner of Merit Mezzanine Parallel Fund IV, L.P.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 ☐ Director ☐ General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Managing Partner Full Name (Last name first, if individual) Merit Capital Partners IV, L.L.C. (the General Partner of Merit Capital Partners IV, L.P.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) Campion, Thomas F. (Principal of Merit Capital Partners IV, L.L.C.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 ☑ Promoter Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Jones, David M. (Principal of Merit Capital Partners IV, L.L.C.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) MacKenzie, Thomas J. (Principal of Merit Capital Partners IV, L.L.C.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 Check Box(es) that Apply: ☐ Beneficial Owner Promoter □ Director General and/or Managing Partner Full Name (Last name first, if individual) Shipp, Terrance M. (Principal of Merit Capital Partners IV, L.L.C.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Walfish, Marc J. (Principal of Merit Capital Partners IV, L.L.C.) Business or Residence Address (Number and Street, City, State, Zip Code) 303 W. Madison Street, Suite 2100, Chicago, Illinois 60606

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| B. INFORMATION ABOUT OFFERING | | | | | | | | | |
|---|----------------------|--|--------------|--|--|--|--|--|--|
| | | Yes | No | | | | | | |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering Answer also in Appendix, Column 2, if filing under ULOE | | | | | | | | | |
| What is the minimum investment that will be accepted from any individual? | \$5,000 | 000* | | | | | | | |
| 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | |
| 3. Does the offering permit joint ownership of a single unit? | | Yes 🖂 | No | | | | | | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | | | |
| Full Name (Last name first, if individual) Not Applicable | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | 1 States | | | | | | |
| • | [FL] [GA] | [HI] | [ID] | | | | | | |
| | [MI] [MN] | [MS] | [MO] | | | | | | |
| | OH] [OK] | [OR] | [PA] | | | | | | |
| | [WV] [WI] | [WY] | [PR] | | | | | | |
| Full Name (Last name first, if individual) | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers | | —————————————————————————————————————— | | | | | | | |
| (Check "All States" or check individual States) | | _ | | | | | | | |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [IN] | MI] [MN] | [HI] [MS] | [ID] [MO] | | | | | | |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [| OH] [OK] | [OR] | [PA] | | | | | | |
| | WV] [WI] | [WY] | [PR] | | | | | | |
| Full Name (Last name first, if individual) | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | 🔲 AI | l States | | | | | | |
| | FL] [GA] | [HI] | [ID] | | | | | | |
| | MI] [MN] | [MS] | [MO] | | | | | | |
| | OH] [OK] WV] [WI] | [OR] [WY] | [PA] [PR] | | | | | | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 $^{{}^{\}star}\mathrm{The}$ General Partner reserves the right to accept smaller participations.

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged | | | |
|----|--|--------------------------|-------------|----------------------------|
| | Type of Security | Aggregate Offering Pr | | Amount Already Sold |
| | Debt | \$0 | | \$0 |
| | Equity | \$0 | | \$0 |
| | Common Preferred | | | |
| | Convertible Securities (including warrants) | \$0 | | \$0 |
| | Partnership Interests | \$60,000,000* | | \$0 |
| | Other (Specify N/A) | \$0 | | \$0 |
| | Total | \$60,000,000* | | \$0 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | | Aggregate |
| | | Number Investors | | Dollar Amount of Purchases |
| | Accredited Investors | 0 | | \$0 |
| | Non-accredited Investors | 0 | | \$0 |
| | Total (for filings under Rule 504 only) | N/A | | \$N/A |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | | | |
| | Type of Offering | Type of Security | | Dollar Amount Sold |
| | Rule 505 | N/A | | \$N/A |
| | Regulation A | N/A | _ | \$N/A |
| | Rule 504 | N/A | | \$N/A |
| | Total | N/A | | SN/A |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an | | | |
| | expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | | |
| | Transfer Agent's Fees | | | \$0 |
| | Printing and Engraving Costs | | \boxtimes | \$3,530 |
| | Legal Fees | | \boxtimes | \$56,480 |
| | Accounting Fees | | \boxtimes | \$3,530 |
| | Engineering Fees | | | \$0 |
| | Sales Commission (specify finders' fees separately) | | | \$0 |
| | Other Expenses (identify) Miscellaneous (e.g., travel, general fund raising expenses, and po | | \boxtimes | \$42,360 |
| | Total | - | \boxtimes | \$105,900 |
| | | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{*}The General Partner reserves the right to offer a greater amount of Limited Partnership Interests.

| b. | and total expenses furnished in response | ate offering price given in response to Part C – Que to Part C – Question 4.a. This difference is the "ac | djuste | ed | \$59 | ,894,100 |
|------|---|--|--------|--|------------|--------------------------|
| 5. | each of the purposes shown. If the amou | ed proceeds to the issuer used or proposed to be usent for any purpose is not known, furnish an estima. The total of the payments listed must equal the adversions to Part C – Question 4.b above. | te an | d | | |
| | | | | Payments to Officers, Directors & Affiliate | | Payments To Others |
| | Salaries and fees* | | . 🛛 | \$5,638,000* | _ 🛛 | \$0 |
| | Purchase of real estate | | . 🛛 | \$0 | _ 🛛 | \$0 |
| | Purchase, rental or leasing and insta | llation of machinery and equipment | . 🛛 | \$0 | 🛛 | \$0 |
| | Construction or leasing of plant buil | dings and facilities | . 🖾 | \$0 | _ 🛮 | \$0 |
| | offering that may be used in exchange | luding the value of securities involved in this ge for the assets or securities of another issuer | . 🛛 | \$0 | 🛛 | \$52,844,100 |
| | Repayment of indebtedness | | . 🛛 | \$0 | 🛛 | \$0 |
| | Working capital | | . 🛛 | \$0 | 🛛 | \$1,412,000 |
| | Other (specify): | | . 🛛 | \$0 | 🛛 | \$0 |
| | | | . 🛛 | \$0 | _ 🛛 | \$0 |
| | Column Totals | | . 🛛 | \$5,638,000 | _ 🛛 | \$54,256,100 |
| | Total Payments Listed (column total | s added) | • | \boxtimes | \$59,894,1 | 00 |
| | | D. FEDERAL SIGNATURE | | | | |
| foll | owing signature constitutes an undertakin | igned by the undersigned duly authorized person. g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua | l Exc | hange Commi | ssion, up | on written |
| Issu | er (Print or Type) | Signature | | Date | | |
| Mei | rit Mezzanine Parallel Fund IV, L.P. | 1 _M.Sla | | July 21 , 2004 | 1 | |
| Nar | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| Ten | rance M. Shipp | Managing Director of Merit Capital Partners IV, Capital Partners IV, L.P., the Fund's general part | L.L. | C., the general | l partner | of Merit |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

*Estimated management fees payable from the Fund to the General Partner and/or its affiliates throughout the Fund's investment period of five years, and management fees will continue to be paid thereafter.

| | | E. STATE SI | GNATURE | | | | | |
|-----|--|---------------------------|---|-----------------------|------------|------------|--|--|
| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | | | | | | | |
| | | See Appendix, Column | 5, for state response. | | | | | |
| 2. | The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a | • | lministrator of any state in whi | ch this notice is fil | ed, a not | ice on | | |
| 3. | . The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. | | | | | | | |
| 4. | I. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. | | | | | | | |
| | ne issuer has read this notification and kno dersigned duly authorized person. | ws the contents to be tru | e and has duly caused this not | tice to be signed or | n its beha | alf by the | | |
| Iss | suer (Print or Type) | Signature | | Date | | | | |
| M | erit Mezzanine Parallel Fund IV, L.P. | | 1500 | July 24 , 2004 | | | | |
| Na | ame (Print or Type) | Title (Print or Type) | | | | | | |
| Te | rrance M. Shipp | | Merit Capital Partners IV, L.L.O., the Fund's general partner | C., the general part | iner of M | erit | | |

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | Intend to non-a investors | to sell ccredited s in State -Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
|-------|---------------------------------|--|--|--|----------|--|--|-----|------|
| S | 37 | N | | Number of Accredited Investors | A | Number of Non-Accredited Investors | Amount | Yes | No |
| State | Yes | No 🗵 | * | 0 | Amount 0 | 0 | 0 | | NO ⊠ |
| AK | | | * | 0 | 0 | 0 | 0 | | Ø |
| AZ | | Ø | * | 0 | 0 | 0 | 0 | | × |
| AR | | Ø | * | 0 | 0 | 0 | 0 | | Ø |
| CA | | ⊠ | * | 0 | 0 | 0 | 0 | | ☒ |
| СО | | ⊠ | * | 0 | 0 | 0 | 0 | | Ø |
| СТ | | ⊠ | * | 0 | 0 | 0 | 0 | | Ø |
| DE | | ⊠ | * | 0 | 0 | 0 | 0 | | Ø |
| DC | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ |
| FL | | ⊠ | * | 0 | 0 | 0 | 0 | | Ø |
| GA | | × | * | 0 | 0 | 0 | 0 | | Ø |
| НІ | | \boxtimes | * | 0 | 0 | 0 | 0 | | ⊠ |
| ID | | ⊠ | * | 0 | 0 | 0 | 0 | | ☒ |
| IL | | × | * | 0 | 0 | 0 | 0 | | ☒ |
| IN | | × | * | 0 | 0 | 0 | 0 | | Ø |
| IA | | × | * | 0 | 0 | 0 | 0 | | ⊠ |
| KS | | × | * | 0 | 0 | 0 | 0 | | ☒ |
| KY | | × | * | 0 | 0 | 0 | 0 | | ⊠ |
| LA | | × | * | 0 | 0 | 0 | 0 | | ⊠ |
| ME | | × | * | 0 | 0 | 0 | 0 | | ☒ |
| MD | | Ø | * | 0 | 0 | 0 | 0 | | ⊠ |
| МА | | Ø | * | 0 | 0 | 0 | 0 | | Ø |
| MI | | × | * | 0 | 0 | 0 | 0 | | Ø |
| MN | | × | * | 0 | 0 | 0 | 0 | | Ø |
| MS | | × | * | 0 | 0 | 0 | 0 | | Ø |
| МО | | × | * | 0 | 0 | 0 | 0 | | Ø |
| МТ | | × | * | 0 | 0 | 0 | 0 | | ⊠ |
| NE | | × | * | 0 | 0 | 0 | 0 | | Ø |

^{*}Up to \$60 million in Limited Partnership Interests

APPENDIX

| 1 | | 2 | 3 | 4 | | | 5 Disqualification | | | |
|-------|----------|--|--|-------------------------|--|--------------------------|--------------------|--|---|--|
| | to non-a | to sell ccredited s in State -Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | Type of investor and amount purchased in State (Part C-Item 2) | | | under Sta (if yes explan waiver | under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| | | | | Number of Accredited | | Number of Non-Accredited | | | | |
| State | Yes | No | | Investors | Amount_ | Investors | Amount | Yes | No | |
| NV | | | * | 0 | 0 | 0 | 0 | | ⊠ | |
| NH | | ☒ | * | 0 | 0 | 0 | 0 | | ☒ | |
| NJ | | × | * | 0 | 0 | 0 | 0 | | ⊠ | |
| NM | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ | |
| NY | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ | |
| NC | | × | * | 0 | 0 | 0 | 0 | | ⊠ | |
| ND | | Ø | * | 0 | 0 | 0 | 0 | | ⊠ | |
| ОН | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ | |
| OK | | × | * | 0 | 0 | 0 | 0 | | ☒ | |
| OR | | | * | 0 | 0 | 0 | 0 | | ⊠ | |
| PA | | Ø | * | 0 | 0 | 0 | 0 | | Ø | |
| RI | | × | * | 0 | 0 | 0 | 0 | | ⊠ | |
| SC | | Ø | * | 0 | 0 | 0 | 0 | | ⊠ | |
| SD | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ | |
| TN | | ⋈ | * | 0 | 0 | 0 | 0 | | ⊠ | |
| TX | | ⊠ | * | 0 | 0 | 0 | 0 | | ☒ | |
| UT | | ⋈ | * | 0 | 0 | 0 | 0 | | Ø | |
| VT | | ⊠ | * | 0 | 0 | 0 | 0 | | ☒ | |
| VA | | ⊠ | * | 0 | 0 | 0 | 0 | | × | |
| WA | | ⊠ | * | 0 | 0 | 0 | 0 | | ☒ | |
| WV | | Ø | * | 0 | 0 | 0 | 0 | | | |
| WI | | ⊠ | * | 0 | 0 | 0 | 0 | | Ø | |
| WY | | ⊠ | * | 0 | 0 | 0 | 0 | | × | |
| PR | | ⊠ | * | 0 | 0 | 0 | 0 | | ⊠ | |